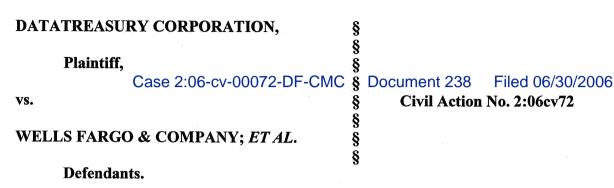
IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF TEXAS MARSHALL DIVISION



RESPONSE TO PLAINTIFF'S MOTION TO AUTHORIZE JURISDICTIONAL DISCOVERY

Defendant HSBC North America Holdings Inc. files this response to Plaintiff's motion to authorize jurisdictional discovery, showing as follows:

- 1. Discovery on matters of personal jurisdiction should not be permitted unless the motion to dismiss raises issues of fact. Wyatt v. Kaplan, 686 F.2d 276, 284 (5th Cir. 1982). When the lack of personal jurisdiction is clear, as it is in this case, additional discovery would serve no purpose and should not be permitted. Wyatt v. Kaplan, 686 F.2d at 284; Hockerson-Halberstadt, Inc. v. Propet USA, Inc., 62 Fed. Appx. 322,338 (Fed.Cir. 2003).
- 2. The issues raised and the exhibits attached to Plaintiff's Response to HNAH's Motion to Dismiss are irrelevant to this Court's analysis of specific personal jurisdiction over HNAH. In fact, in the interest of judicial economy and to avoid unnecessary discovery, HNAH asks that this Court accept as true the following contentions of Plaintiff for purposes of HNAH's Motion to Dismiss:

- a) That HNAH awards educational grants to not-for-profit organizations throughout the country including a grant of \$80,000 to FAIM Economic Development Corporation, located in Dallas, Texas;
- b) On 1 January 2004, HSBC formed a new company to hold all of its North American operations, including HSBC Bank USA. This company, called HSBC North America Holdings Inc. is a "bank holding company" under the BHCA, by virtue of its ownership and control of HSBC Bank USA;
- c) HSBC Bandrases Assacration of this proceeding;

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d) HSBC Bank USA, a wholly owned subsidiary of HNAH, does have an ownership interest in SVPCo/The Clearing House Payments Company.

None of the above-listed facts are relevant to an analysis of personal jurisdiction as to HNAH, and additional discovery would serve no purpose and should not be permitted.

3. Alternatively, if this Court determines additional discovery should be authorized, HNAH asks that it be permitted to seek discovery with regard to the knowledge, information, and evidentiary support that Plaintiff possessed prior to filing its Federal Complaint alleging that HNAH had a presence in the State of Texas for purposes of jurisdiction.

For the foregoing reasons, HSBC North America Holdings Inc. requests that this court deny Plaintiff's motion to authorize jurisdictional discovery, or alternatively permit HSBC North America Holdings Inc. to conduct discovery as to any supporting evidence that allowed Plaintiff to bring this lawsuit against this Defendant.

Dated: June 30, 2006

Respectfully submitted,

BOUDREAUX, LEONARD, HAMMOND & CURCIO, P.C.

By: /s/ Glen M. Boudreaux

Glen M. Boudreaux State Bar No. 02696500

Lead Attorney for HSBC North America Holdings Inc.

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Certificate of Service

I certify that a copy of HSBC North America Holdings Inc.'s Response to Plaintiff's Motion to Authorize Jurisdictional Discovery was served on June 30, 2006, to all counsel of record who are deemed to have consented to electronic service via the Court's CM/ECF system per Local Rule CV-5(a)(3).

/s/ Glen M. Boudreaux
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